

Fill in this information to identify the case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter

11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/25

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **America's Gardening Resource, Inc.**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

DBA Gardener's Supply Company

3. Debtor's federal Employer Identification Number (EIN) **03-0289604**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**128 Intervale Road
Burlington, VT 05401**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Chittenden

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **www.Gardeners.com**

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **America's Gardening Resource, Inc.**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4442**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,424,000 (amount subject to adjustment on 4/01/28 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

Debtor America's Gardening Resource, Inc. Case number (if known) _____

Name

List all cases. If more than 1,
attach a separate listDebtor See attached Schedule A Relationship _____

District _____ When _____ Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code _____

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **America's Gardening Resource, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 20, 2025**
MM / DD / YYYY**X /s/ David M. Baker**
Signature of authorized representative of debtor

Title **Chief Restructuring Officer****David M. Baker**
Printed name**18. Signature of attorney****X /s/ Patrick J. Reilley**
Signature of attorney for debtorDate **June 20, 2025**
MM / DD / YYYY**Patrick J. Reilley**
Printed name**Cole Schotz P.C.**
Firm name**500 Delaware Avenue
Suite 600
Wilmington, DE 19801**
Number, Street, City, State & ZIP CodeContact phone **302-652-3131**Email address **preilley@coleschotz.com****4451 DE**

Bar number and State

Schedule A**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, in the United States Bankruptcy Court for the District of Delaware. Contemporaneously herewith, the Debtors are filing a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered under the number assigned to the chapter 11 case of America’s Gardening Resource, Inc.

<u>Company</u>
America’s Gardening Resource, Inc.
Gardener's Home LLC
IGH, Inc.
Innovative Gardening Solutions, Inc.
Serac Corporation

Fill in this information to identify the Case:

Debtor America's Gardening Resource, Inc., et al.

United States Bankruptcy Court for the District of Delaware

Case Number (if known): _____

☐ Check if this is an amended filing

OFFICIAL FORM 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of Creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured
1. UPS PO Box 809488 Chicago, IL 60680	Rep: Brandon Houlihan bhoulhan@ups.com UPS Billing Main Line: (800) 811-1648	Trade Debt				\$913,482.36
2. Google Inc. PO Box 883654 Los Angeles, CA 90088	Shivayani "Shivi" Raju shivayani@google.com collections@google.com Account IDs: 543-582-4261 806-493-9767	Trade Debt				\$631,676.20
3. Prides Corner Farms 122 Waterman Road Lebanon, CT 06249-1827	Harriet McKean (860) 468 6003 hmckean@pridescomer.com	Trade Debt				\$374,681.42
4. Meta Platforms Inc. Attn: Accounts Receivable 15161 Collections Center Drive Chicago, IL 60693	Sam Callejas scallegas@meta.com Payment@fb.com (650) 543-4800 Account ID: 63623827	Trade Debt				\$345,427.56
5. Jolly Farmer PO Box 787 Houlton, ME 04730-0787	Shura Keeler (800) 695-8300 shura.keeler@jollyfarmer.com	Trade Debt				\$202,127.33

	Name of Creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim	Total claim, if partially secured	Unsecured
6.	Arett Sales Corp 9285 Commerce Hwy Pennsauken, NJ 08110-1201	Delilah Nole 1-800-257-8220 x240 dnole@arett.com	Trade Debt				\$195,199.94
7.	Master Nursery Garden Centers Inc. PO Box 5190 Vacaville, CA 95696	Kirsten Foehr 707-359-2710 kirsten@masternursery.com	Trade Debt				\$144,823.15
8.	Keymark Corp. Dept 610 PO Box 4110 Woburn, MA 01888	Donna Oeser 518-853-3421 x270 DOeser@keymarkcorp.com	Trade Debt				\$137,965.72
9.	Columbia Cedar 24419 North Highway 395 Kettle Falls, WA 99141	Linda Schauls linda.s@columbiacedar.com (509) 738-4711	Trade Debt				\$127,783.87
10.	Premier Horticulture, Inc. PO Box 673926 Detroit, MI 48267	Annie Chouinard +1 418 867-8883 x17060 choa2@premiertech.com Main Line: 1-800-667-5366	Trade Debt				\$121,782.30
11.	Pleasant View Gardens 7316 Pleasant St. Loudon, NH 03301	Lisa Vice ARDept@pwpvg.com 603-435-1711	Trade Debt				\$103,398.20
12.	Overdevest Nurseries 578 Bowentown Road Bridgeton, NJ 08302-6203	sales@overdevest.com 1-888-842-6567	Trade Debt				\$88,388.52
13.	Green Mountain Mulch 516 Lower Quarry Road Derby, VT 05829-0129	accounting@greenmountainmulch.com 802-334-5733	Trade Debt				\$81,997.80
14.	Iseli Nursery, Inc. PO Box 891 Middletown, OH 45044	Jennifer Mansfield jmansfield@iselinursery.com 800-777-6202 x 236	Trade Debt				\$76,829.76
15.	Buckeye Corrugated, Inc. PO Box 412199 Boston, MA 02241-2199	Michele Tahy (518) 561-6150 mtahy@bcipkg.com	Trade Debt				\$73,212.66

	Name of Creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim	Total claim, if partially secured	Unsecured
16.	Lucas Greenhouses 214 1049 Whig Lane Road Monroeville, NJ 08343-2811	sales@lucasgreenhouses.com (856) 881-2502	Trade Debt				\$71,599.05
17.	Foliera 4655 Bartlett Road Beamsville, Ontario, Canada L0R1B1	Carolyn Courtney 905-563-1066 carolyncourtney@foliera.com	Trade Debt				\$70,987.95
18.	The Plant Group Inc. 117 Pond Road Route 207 Franklin, CT 06254	info@ThePlantGroup.com 860-642-6030 Customer # 4619	Trade Debt				\$68,176.88
19.	Reschcor 2123 Blakesley Pkwy Bristol, IN 46507	Brad Hartman 574-295-2413 bhartman@reschcor.com	Trade Debt				\$67,901.63
20.	Green Mountain Compost 19 Gregory Dr., Ste 204 South Burlington, VT 05403-6047	Kim Stacey kstacey@greenmountaincomp.com (802) 660-4949	Trade Debt				\$67,124.00
21.	Water Right, Inc. 3240 NE Rivergate St. McMinnville, OR 97128	Sandi Mullan sandi@WaterRightInc.com 800-485-3870	Trade Debt				\$64,858.32
22.	River Berry Farm 191 Goose Pond Rd. Fairfax, VT 05454-9585	David Marchant riverberryfarm@gmail.com 802-849-6853	Trade Debt				\$63,789.90
23.	Lotus International, Inc. 5 Dairy Pak Road Athens, GA 30607	1-800-475-6887	Trade Debt				\$61,275.60
24.	Medford Nursery 560-A Eayrestown-Red Lion Rd. PO Box 1145 Medford, NJ 08055	(609) 267-8100	Trade Debt				\$60,689.24
25.	Listrak 100 West Millport Road Lititz, PA 17543	Rachael Leonard rachael.leonard@listrak.com (717) 627-7601	Trade Debt				\$55,109.22

	Name of Creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured
26.	Greenes Fence Company PO Box 22258 Beachwood, OH 44122	Dianne Elliott dianne@greenesfence.com 216-464-3160 x3	Trade Debt				\$53,918.01
27.	Fairfax Perennial Farm 7 Blackberry Hill Rd. Fairfax, VT 05454-4424	perennialfarm@surfglobal.net (802) 849-2775	Trade Debt				\$50,313.97
28.	Griffin Greenhouse Supplies PO Box 842937 Boston, MA 02284	Pam Huber (978) 513-7021 phuber@griffinmail.com	Trade Debt				\$48,809.08
29.	Headway Crafts Private Ltd Near Gandhi Food, Mini Bypass Lakri Road Lakri Fazalpurmrabad U.P. 244001 INDIA	Satendra "Satti" Singh satti@thepdqasia.com Manoj manoj@thepdqasia.com	Trade Debt				\$48,616.68
30.	C.H. Robinson Worldwide Canada Ltd. PO Box 9121 Minneapolis, MN 55480	Lina Nguyen 514-288-2161 x2356 lina.nguyen@chrobinson.com	Trade Debt				\$47,121.04

Fill in this information to identify the case:Debtor name America's Gardening Resource, Inc.United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 20, 2025**X /s/ David M. Baker**

Signature of individual signing on behalf of debtor

David M. Baker

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
AMERICA’S GARDENING RESOURCES, INC.
D/B/A GARDENER’S SUPPLY COMPANY**

The undersigned (the “Directors”), being all of the Board of Directors of America’s Gardening Resources, Inc. d/b/a Gardener’s Supply Company, a Delaware corporation (the “Corporation”), in accordance with the applicable provisions of laws of Vermont and the Bylaws of the Corporation, duly adopted the following Resolutions (the “Resolutions”) at a meeting held on May 19, 2025 and such Resolutions have not been amended or rescinded and are now in full force and effect:

WHEREAS, the Directors have reviewed and considered, among other things, the financial records of the Corporation and the business and financial condition of the Corporation, and its subsidiaries, and are aware of the assets, liabilities, potential liabilities and liquidity of the Corporation;

WHEREAS, the Directors have had the opportunity to consult with the management and legal and financial advisors of the Corporation to consider, and have considered, the strategic alternatives available to the Corporation;

WHEREAS, the Directors have determined, after consultation with the management and the legal and financial advisors of the Corporation, that it is desirable and in the best interests of the Corporation, and its stockholders, creditors, and other interested parties that a voluntary petition be filed by the Corporation and its subsidiaries (i) Gardener’s Home LLC; (ii) Serac Corp; (iii) IGH Inc.; and (iv) Innovative Gardening Solutions, Inc., under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”);

NOW, THEREFORE, BE IT RESOLVED, that the Directors have determined, after consultation with the management and the legal and financial advisors of the Corporation, that, subject to approval of the Bankruptcy Court, the Corporation, as a debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to enter into an Asset Purchase Agreement (the “Stalking Horse Agreement”) with a potential purchaser located by its investment banker (as described below) to purchase certain of the Corporation’s assets, subject to higher and better bids; and be it further

RESOLVED, that in the judgment of the Directors, it is desirable and in the best interests of the Corporation, its creditors, employees, ESOP Trust, and other interested parties that a voluntary petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code; and be it further

RESOLVED, that Rebecca Gray (the “Authorized Officer”) is hereby authorized and empowered on behalf of, and in the name of, the Corporation to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same

shall determine, in her business judgment, and in such form or forms as such Authorized Officer may approve; and be it further

RESOLVED, that the Authorized Officer is authorized to retain the law firm of Cole Schotz P.C., 1201 Wills Street, Suite 320, Baltimore, Maryland 21231, as bankruptcy counsel for the Corporation in connection with the prosecution of the Corporation's case under chapter 11 of the Bankruptcy Code; and be it further

RESOLVED, that the Authorized Officer be, and hereby is, authorized to execute (or designate the Chief Restructuring Officer to execute) and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to take any and all further actions which the Authorized Officer or the Corporation's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of the chapter 11 case including, without limitation, seeking authority to guarantee or borrow, and borrowing, amounts under any postpetition financing facility for itself, seeking use of cash collateral, selling assets, and granting liens, guarantees, pledges, mortgages and/or other security therefor and filing financing statements, mortgages, intellectual property security agreements and other documents related thereto; and be it further

RESOLVED, that the Authorized Officer is authorized to retain Tower Partners, 5950 Symphony Woods Road, Suite 302, Columbia, MD 21044 as investment banker for the Corporation in connection with the potential sale of substantially all of the assets of the Corporation, or other recapitalization or restructuring of the Corporation; and be it further

RESOLVED, that the Authorized Officer is authorized to retain Aurora Management Partners, 112 S. Tryon Street, Charlotte, NC 28202 as Chief Restructuring Officer for the Corporation in connection with the prosecution of the Corporation's case under chapter 11 of the Bankruptcy Code; and be it further

RESOLVED, that the Authorized Officers be, and hereby is, authorized to employ and retain other legal counsel, financial advisors, claims agents, accountants and other professionals, to advise and assist the Corporation in connection with its case under chapter 11 of the Bankruptcy Code, as the Authorized Officer may deem necessary or appropriate to achieve a successful reorganization of the Corporation; and be it further

RESOLVED, that the Authorized Officers be, and hereby is, authorized and directed on behalf of the Corporation to take such actions to make, sign, execute, acknowledge and deliver any and all such agreements, affidavits, directions, certificates, requests, receipts, financing statements, or other instruments as may reasonably be required to give effect to these Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to fully perform the terms and provisions thereof; and be it further

RESOLVED, that the Authorized Officers be, and hereby is, authorized on behalf of, and in the name of, the Corporation to execute any and all plans of reorganization or liquidation under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time and on such terms as said Authorized Officer executing the same shall determine, based on his or her business judgment, and with the advice of the Corporation's professional advisors; and be it further

RESOLVED, that the Authorized Officer be, and hereby is, authorized and directed on behalf of the Corporation to take such actions and to make, sign, execute, acknowledge and deliver all such additional documents, agreements and certificates as may be reasonably required to give effect to the consummation of the transactions contemplated by these Resolutions and any chapter 11 plan of reorganization or liquidation, and to execute and deliver such documents, agreements and certificates, and to fully perform the terms and provisions thereof; and be it further

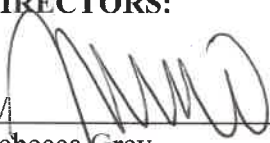
RESOLVED, that to the extent that any of the actions authorized by any of these Resolutions have been taken by the Authorized Officer of the Corporation on its behalf; such actions are hereby ratified and confirmed in their entirety; and be it further

RESOLVED, that these Resolutions may be executed in counterparts, each of which shall be deemed an original but all of which counterparts shall constitute one consent.

[rest of page intentionally left blank]

WITNESS our signatures on the day and year first above written.

DIRECTORS:

/s/ 
Rebecca Gray

05/ 19 /2025
Date

/s/  Ken Kacere (May 19, 2025 18:08 EDT)
Kenneth Kacere

05/ 19 /2025
Date

/s/ 
Craig Johnson

05/ 19 /2025
Date

4900-7323-3220, v. 3